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7
8 UNITED STATES DISTRICT COURT
9 NORTHERN DISTRICT OF CALIFORNIA
10 OAKLAND DIVISION

11
12 In re NVIDIA CORP. DERIVATIVE
LITIGATION

Master File No. C-06-06110-SBA (JCS)

13 STIPULATION AND MODIFIED ORDER
REGARDING SETTLEMENT

14 This Document Relates To:

15 ALL ACTIONS.
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1 This Stipulation is entered into by and among co-lead plaintiffs, the Nominal Defendant
2 NVIDIA Corp. ("NVIDIA"), and the individuals named as defendants in this action, through their
3 attorneys of record.

4 WHEREAS, on September 22, 2008 the parties filed a Stipulation informing the Court
5 that they had executed a Memorandum of Understanding outlining the terms of a proposed
6 settlement and that a Motion for Preliminary Approval of Settlement would be submitted within a
7 reasonable period of time thereafter;

8 WHEREAS, the parties are continuing to work on the Settlement Agreement and other
9 settlement documents accompanying the Motion for Preliminary Approval of the Settlement, and
10 expect to have them finalized shortly;

11 WHEREFORE, IT IS STIPULATED AND AGREED that:

12 1. The parties will submit a Motion for Preliminary Approval of Settlement by
13 November 7, 2008.

14 2. The parties will notice the hearing on the Motion for Preliminary Approval of
15 Settlement for January 20, 2009.

16 DATED: October 31, 2008

Respectfully Submitted,

17 ORRICK, HERRINGTON & SUTCLIFFE LLP
18 MICHAEL D. TORPEY
19 JAMES N. KRAMER
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22 s/ James E. Thompson
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Attorneys for Nominal Defendant NVIDIA
Corporation

1 *I, James E. Thompson, am the ECF user whose ID and password are being used to file*
2 *this Notice of Settlement and Stipulation and [Proposed] Order Withdrawing Motions and*
3 *Vacating Motion Hearing. In compliance with General Order 45, X.B., I hereby attest that Travis*
4 *E. Downs III has concurred in this filing.*

5 DATED: October 31, 2008

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24 Attorneys for Co-Lead Plaintiffs
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1 *I, James E. Thompson, am the ECF user whose ID and password are being used to file*
2 *this Notice of Settlement and Stipulation and [Proposed] Order Withdrawing Motions and*
3 *Vacating Motion Hearing. In compliance with General Order 45, X.B., I hereby attest that*
4 *Stephanie Byerly has concurred in this filing.*

5 DATED: October 31, 2008

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7 s/ Stephanie Byerly
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12 Attorneys for Defendant Christine B. Hoberg

13 *I, James E. Thompson, am the ECF user whose ID and password are being used to file*
14 *this Notice of Settlement and Stipulation and [Proposed] Order Withdrawing Motions and*
15 *Vacating Motion Hearing. In compliance with General Order 45, X.B., I hereby attest that Kevin*
16 *Muck has concurred in this filing.*

17 Dated: October 31, 2008

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20 By: s/ Kevin P. Muck

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22 Attorneys for Chris A. Malachowsky, Jeffrey D.
23 Fisher, Mary M. Dotz, and Daniel F. Vivoli

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25 *I, James E. Thompson, am the ECF user whose ID and password are being used to file this*
26 *Notice of Settlement and Stipulation and [Proposed] Order Withdrawing Motions and Vacating*
27 *Motion Hearing. In compliance with General Order 45, X.B., I hereby attest that Steven*
28 *Kaufhold has concurred in this filing.*

Dated: October 31, 2008

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By: /s/ Steven Kaufhold

Attorneys for Di Ma

* * *

[ORDER

Based on the stipulation of the signed parties, and good cause appearing, IT IS HEREBY
ORDERED that:

1. The parties will submit a Motion for Preliminary Approval of Settlement by
November 7, 2008.

2. The parties will notice the hearing on the Motion for Preliminary Approval of
Settlement for January 27, 2009.

IT IS SO ORDERED.

DATED: _11/3/08_



THE HONORABLE
SAUNDRA BROWN ARMSTRONG
UNITED STATES DISTRICT JUDGE